

A-1

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

[Exhibit C]

FIRST ACT, INC.,

Plaintiff,

v.

KIDZ TOYZ, INC. and
CHRISTMAS TREE SHOPS, INC.,
Defendant.

Civil Action No. 03-12507 EFH

STIPULATED ORDER OF DISMISSAL

This Action having been instituted by First Act, Inc. against Kidz Toyz, Inc. and Christmas Tree Shops, Inc. for trade dress infringement and related claims, and Kidz Toyz having filed an Answer;

The Court being fully advised that the parties have entered into a settlement agreement resolving all issues now pending between the parties, including all claims and defenses asserted in this Action (the "Settlement Agreement");

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

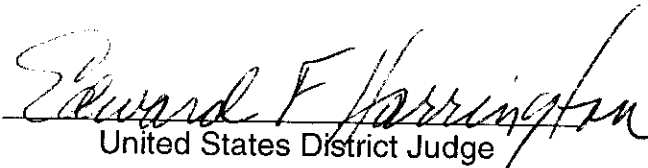
1. This Court has jurisdiction over the parties and the subject matter of this Action.
2. All claims against Kidz Toy, Inc. and Christmas Tree Shops, Inc. asserted in the Complaint are hereby dismissed with prejudice.
3. Each party shall bear its own costs and attorneys' fees.

4. The Clerk of the Court is directed to enter and docket this Stipulated Order of Dismissal in this Action.

SO ORDERED:

New York, New York

Dated: March 29, 2004


United States District Judge

CERTIFICATE OF SERVICE

I certify that I served this document upon defendants on the above date by delivering a copy by mail to: Joshua S. Broitman, Esq., Ostrager Chong & Flaherty, LLP, 825 Third Avenue, New York, New York 10022-7519 and G. Arthur Hyland, Jr., Murphy and Murphy, 243 South Street, Lock Drawer M, Hyannis, MA 02601-1412

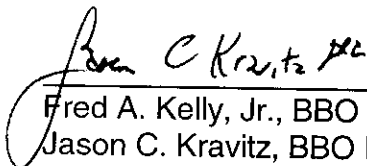
By: 

Joel R. Keenan (BBO #292070)
BROMBERG & SUNSTEIN LLP
125 Summer Street
Boston, MA 02110-1618

We hereby consent to entry of this proposed order:

KIDZ TOYZ, INC.
By its attorneys,

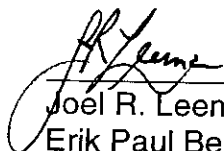
Dated: March 24, 2004


Fred A. Kelly, Jr., BBO No. 544046
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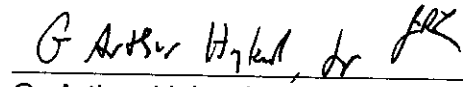
DATED: March 24, 2004

FIRST ACT INC.
By its attorneys,


Joel R. Leeman (BBO #292070)
Erik Paul Belt (BBO #558620)
BROMBERG & SUNSTEIN LLP
125 Summer Street
Boston, MA 02110-1618
Telephone: (617) 443-9292

DATED: March 24, 2004

CHRISTMAS TREE SHOPS, INC.
By its attorney,


G. Arthur Hyland, Jr. (BBO #545488)
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243 South Street
Lock Drawer M
Hyannis, MA 02601-1412
Telephone: (508) 775-3116